

# Scheid Vineyards Inc.

305 Hilltown Rd., Salinas CA 93908

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(831) 455-9990

[www.scheidvineyards.com](http://www.scheidvineyards.com)

[info@scheidfamilywines.com](mailto:info@scheidfamilywines.com)

SIC Code: 2084

## Annual Report

**For the Period Ending:** February 29, 2024  
(the "Reporting Period")

As of February 29, 2024, the number of shares outstanding of our Common Stock was:

Class A: 784,343

Class B: 132,551

Total Common Shares: 916,894

As of February 28, 2023, the number of shares outstanding of our Common Stock was:

Class A: 781,343

Class B: 132,551

Total Common Shares: 913,894

### **Shell Status**

Indicate by check mark whether the company is a shell company (as defined in Rule 405 of the Securities Act of 1933 and Rule 12b-2 of the Exchange Act of 1934):

Yes:  No:

Indicate by check mark whether the company's shell status has changed since the previous reporting period:

Yes:  No:

### **Change in Control**

Indicate by check mark whether a Change in Control of the company has occurred over this reporting period:

Yes:  No:

### **1) Name and address of the issuer and its predecessors (if any)**

**Issuer:** Scheid Vineyards Inc.

**Predecessors:** None

**Date and state of incorporation:** July 15, 1997 in the state of Delaware (Active)

Describe any trading suspension orders issued by the SEC concerning the issuer or its predecessors since inception:

None

List any stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization either currently anticipated or that occurred within the past 12 months:

None

The address of the issuer's principal executive office:

305 Hilltown Rd., Salinas CA 93908

The address of the issuer's principal place of business: 1972 Hobson Avenue, Greenfield, CA 93927

Check box if principal executive office and principal place of business are the same address:

Has the issuer or any of its predecessors been in bankruptcy, receivership, or any similar proceeding in the past five years?

Yes:  No:

## 2) Security Information

### Transfer Agent

Name: Equiniti Trust Company LLC  
Phone: 718 921-8200  
Email: paula.caroppoli@equiniti.com  
Address 1: 6201 15<sup>th</sup> Avenue  
Address 2: Brooklyn, NY 11219

### Publicly Quoted or Traded Securities:

Trading symbol:	SVIN
Exact title and class of securities outstanding:	Class A Common Stock
CUSIP:	806403200
Par or stated value:	\$.001
Total shares authorized:	4,000,000 as of date: 02/29/24
Total shares outstanding:	784,343 as of date: 02/29/24
Number of shares in the Public Float:	426,509 as of date: 02/29/24
Total number of shareholders of record:	131 as of date: 02/29/24

All additional class(es) of publicly traded securities (if any): None

### Other classes of authorized or outstanding equity securities that do not have a trading symbol:

Exact title and class of the security:	Scheid Vineyards Inc. Class B Common Stock
Par or stated value:	\$.001
Total shares authorized:	2,000,000 as of 02/29/2024
Total shares outstanding:	132,551 as of 02/29/2024
Total number of shareholders of record:	11 as of 02/29/2024

Exact title and class of the security:	Scheid Vineyards Inc. Preferred Stock
Par or stated value:	\$.001
Total shares authorized:	2,000,000 as of 02/29/2024
Total shares outstanding:	0 as of 02/29/2024
Total number of shareholders of record:	0 as of 02/29/2024

## Security Description

Each share of Class A Common Stock is entitled to one vote and each share of Class B Common Stock (not publicly traded) is entitled to five votes on all matters submitted to a vote of the stockholders. The holders of the Class A Common Stock, voting as a separate class, elect 25% of the total Board of Directors of the Company, rounded up to the nearest whole number, and the holders of the Class B Common Stock, voting as a separate class, elect the remaining directors. Each share of Class B Common Stock is convertible into one share of Class A Common Stock at the option of the holder or automatically upon transfer to a person other than certain specified persons. Except for the differing voting rights, the shares of Class A and Class B common stock have substantially identical rights, preferences and privileges.

The Board of Directors has the authority, subject to any limitations prescribed by law, without further action by the stockholders, to issue up to an aggregate of 2,000,000 shares of Preferred Stock in one or more series and to fix the rights, preferences, privileges and restrictions granted to or imposed upon any unissued shares of Preferred Stock and to fix the number of shares constituting any series and the designations of such series. The Board of Directors has not yet designated any series thereof or any rights, preferences, privileges or restrictions attaching thereto. The Company has no present plan to issue any Preferred Stock.

### 3) Issuance History

#### A. Changes to the Number of Outstanding Shares for the two most recently completed fiscal years and any subsequent period.

Shares Outstanding as of Second Most Recent Fiscal Year End: February 28, 2022									
Opening Balance:			58						
Common: 896,144 Preferred: 0									
Date of Transaction	Transaction type (e.g. new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to (entities must have individual with voting / investment control disclosed).	Reason for share issuance (e.g. for cash or debt conversion) -OR- Nature of Services Provided	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.
March 17, 2022	New Issuance	1,500	Class A	\$16.00	No	Tony Stephen	Stock Issued as Compensation	Unrestricted	n/a
March 17, 2022	New Issuance	1,000	Class A	\$16.00	No	Henry Poltz	Stock Issued as Compensation	Unrestricted	n/a
March 17, 2022	New Issuance	1,000	Class A	\$16.00	No	John Holder	Stock Issued as Compensation	Unrestricted	n/a
March 17, 2022	New Issuance	1,000	Class A	\$16.00	No	Michael Thomsen	Stock Issued as Compensation	Unrestricted	n/a
March 17, 2022	New Issuance	1,000	Class A	\$16.00	No	Roberto Garza	Stock Issued as Compensation	Unrestricted	n/a
March 17, 2022	New Issuance	1,000	Class A	\$16.00	No	Stefani Chaney	Stock Issued as Compensation	Unrestricted	n/a
March 17, 2022	New Issuance	500	Class A	\$16.00	No	Anthony Marzella	Stock Issued as Compensation	Unrestricted	n/a

March 17, 2022	New Issuance	500	Class A	\$16.00	No	Bruce Hungate	Stock Issued as Compensation	Unrestricted	n/a
March 17, 2022	New Issuance	500	Class A	\$16.00	No	Dan Blanchard	Stock Issued as Compensation	Unrestricted	n/a
March 17, 2022	New Issuance	500	Class A	\$16.00	No	David Nagengast	Stock Issued as Compensation	Unrestricted	n/a
March 17, 2022	New Issuance	500	Class A	\$16.00	No	Edward Chalupa	Stock Issued as Compensation	Unrestricted	n/a
March 17, 2022	New Issuance	500	Class A	\$16.00	No	Fredrik Sjoelin	Stock Issued as Compensation	Unrestricted	n/a
March 17, 2022	New Issuance	500	Class A	\$16.00	No	Jennifer Evans	Stock Issued as Compensation	Unrestricted	n/a
March 17, 2022	New Issuance	500	Class A	\$16.00	No	Jess Hogg	Stock Issued as Compensation	Unrestricted	n/a
March 17, 2022	New Issuance	500	Class A	\$16.00	No	Jose Arturo Lopez	Stock Issued as Compensation	Unrestricted	n/a
March 17, 2022	New Issuance	500	Class A	\$16.00	No	Justin Perino	Stock Issued as Compensation	Unrestricted	n/a
March 17, 2022	New Issuance	500	Class A	\$16.00	No	Keith Knack	Stock Issued as Compensation	Unrestricted	n/a
March 17, 2022	New Issuance	500	Class A	\$16.00	No	Kevin Morenzi	Stock Issued as Compensation	Unrestricted	n/a
March 17, 2022	New Issuance	500	Class A	\$16.00	No	Pedro Garibay	Stock Issued as Compensation	Unrestricted	n/a
March 17, 2022	New Issuance	500	Class A	\$16.00	No	Sylvia Bronson	Stock Issued as Compensation	Unrestricted	n/a
March 17, 2022	New Issuance	500	Class A	\$16.00	No	Thomas Hornick	Stock Issued as Compensation	Unrestricted	n/a
March 17, 2022	New Issuance	500	Class A	\$16.00	No	Timothy Wera	Stock Issued as Compensation	Unrestricted	n/a
March 17, 2022	New Issuance	250	Class A	\$16.00	No	Brian Escobar	Stock Issued as Compensation	Unrestricted	n/a
March 17, 2022	New Issuance	250	Class A	\$16.00	No	Cheryl Ames	Stock Issued as Compensation	Unrestricted	n/a
March 17, 2022	New Issuance	250	Class A	\$16.00	No	Craig Winn	Stock Issued as Compensation	Unrestricted	n/a
March 17, 2022	New Issuance	250	Class A	\$16.00	No	David Parker	Stock Issued as Compensation	Unrestricted	n/a
March 17, 2022	New Issuance	250	Class A	\$16.00	No	Gregory Waters	Stock Issued as Compensation	Unrestricted	n/a
March 17, 2022	New Issuance	250	Class A	\$16.00	No	John Smylie	Stock Issued as Compensation	Unrestricted	n/a

March 17, 2022	New Issuance	250	Class A	\$16.00	No	John Spillane	Stock Issued as Compensation	Unrestricted	n/a
March 17, 2022	New Issuance	250	Class A	\$16.00	No	Joseph Fritz	Stock Issued as Compensation	Unrestricted	n/a
March 17, 2022	New Issuance	250	Class A	\$16.00	No	Julie Hruben	Stock Issued as Compensation	Unrestricted	n/a
March 17, 2022	New Issuance	250	Class A	\$16.00	No	Michelle McPherson	Stock Issued as Compensation	Unrestricted	n/a
March 17, 2022	New Issuance	250	Class A	\$16.00	No	Patrick Baker	Stock Issued as Compensation	Unrestricted	n/a
March 17, 2022	New Issuance	250	Class A	\$16.00	No	Ricki Pettiford	Stock Issued as Compensation	Unrestricted	n/a
March 17, 2022	New Issuance	250	Class A	\$16.00	No	Stefan Foster	Stock Issued as Compensation	Unrestricted	n/a
June 1, 2023	New Issuance	500	Class A	\$16.70	No	Sylvia Bronson	Stock Issued as Compensation	Unrestricted	n/a
June 1, 2023	New Issuance	1,500	Class A	\$16.70	No	Tony Stephen	Stock Issued as Compensation	Unrestricted	n/a
June 1, 2023	New Issuance	1,000	Class A	\$16.70	No	Michael Thomsen	Stock Issued as Compensation	Unrestricted	n/a
Shares Outstanding on Date of This Report:									
Ending Balance:									
Date February 29, 2024			Common: 916,894						
			Preferred: 0						

## B. Promissory and Convertible Notes

Indicate by check mark whether there are any outstanding promissory, convertible notes, convertible debentures, or any other debt instruments that may be converted into a class of the issuer's equity securities :

No:  Yes:  (If yes, you must complete the table below)

### 4) Issuer's Business, Products and Services

The purpose of this section is to provide a clear description of the issuer's current operations. In answering this item, please include the following:

A. Summarize the issuer's business operations (If the issuer does not have current operations, state "no operations"). Scheid Vineyards is a family-owned and operated, estate-driven wine company founded in 1972. Based in Monterey County, California, Scheid is uniquely integrated to bring high quality estate grown wines to the marketplace from its sustainably certified vineyards and innovative luxury level winery. Scheid's winery and bottling operations are powered by 100% renewable wind energy generated by a 400-foot-tall wind turbine, which also supplies energy to many homes in the local community. The Scheid Family Wines globally distributed portfolio includes Scheid Vineyards, Sunny with a Chance of Flowers, District 7, Ryder Estate, Metz Road, and VDR. Scheid Family Wines also produces many regionally distributed brands for specific clients and distributors.

B. List any subsidiaries, parents, or affiliated companies.

100% owned Subsidiary: Scheid Vineyards California Inc

C. Describe the issuers' principal products or services. Bottled Wine, Bulk Wine, Wine Grapes, Custom Winemaking Services.

## 5) Issuer's Facilities

Scheid Vineyards operates approximately 3,000 acres of wine grape vineyards near the city of Greenfield in Monterey County, California, as well as a 30,000-ton capacity, 80,000 square foot winery facility, and an 48,000 square foot bottling and warehouse facility. The Company owns approximately 50% of its vineyard land and leases the remaining 50% under long-term vineyards leases. The winery and bottling warehouse are owned by Scheid Vineyards. The Company also leases its corporate headquarters in Salinas, California, a 70,000 square foot warehouse in Salinas, California, and a tasting room in Carmel, California.

## 6) Officers, Directors, and Control Persons

Name of Officer/Director and Control Person	Affiliation with Company (e.g. Officer/Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares beneficially owned	Share type/class	Ownership Percentage of Class Outstanding	Note
Alfred Scheid **	Past Chairman of Board	Pacific Palisades, CA	66,395	Class A	8.7%	Father of Scott Scheid and Heidi Scheid
Alfred Scheid **	Past Chairman of Board	Pacific Palisades, CA	84,883	Class B	64.0%	Father of Scott Scheid and Heidi Scheid
Scott Scheid	Chairman of the Board, President, CEO	Salinas, CA	78,687	Class A	10.3%	Son of Alfred Scheid
Scott Scheid	President, CEO, Director	Salinas, CA	21,692	Class B	16.4%	Son of Alfred Scheid
Heidi Scheid	Executive VP, Director	Manhattan Beach, CA	84,521	Class A	11.1%	Daughter of Alfred Scheid
Heidi Scheid	Executive VP, Director	Manhattan Beach, CA	25,137	Class B	19.0%	Daughter of Alfred Scheid
John Crary	Director	Sausalito, CA	14,974	Class A	2.6%	
Jon Fredrikson	Director	Woodside, CA	1,000	Class A	0.1%	
John Hawkins	Director	St. Helena, CA	2,000	Class A	0.3%	
Tony Stephen	Chief Sales Officer, Director	Hopland, CA	4,700	Class A	0.6%	
Michael Thomsen	Chief Financial Officer	Salinas, CA	3,900	Class A	0.6%	
Roy Brady	5% Shareholder	Providence, RI	111,267	Class A	14.2%	
William Fuhrmeister	5% Shareholder	Dallas, TX	51,554	Class A	6.6%	

\*\* Alfred Scheid passed away March 31, 2023. His shares are currently held by his estate.

## 7) Legal/Disciplinary History

A. Identify and provide a brief explanation as to whether any of the persons or entities listed above in Section 6 have, in the past 10 years:

1. Been the subject of an indictment or conviction in a criminal proceeding or plea agreement or named as a defendant in a pending criminal proceeding (excluding minor traffic violations);

N/A

2. Been the subject of the entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, financial- or investment-related, insurance or banking activities;

N/A

3. Been the subject of a finding, disciplinary order or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, a state securities regulator of a violation of federal or state securities or commodities law, or a foreign regulatory body or court, which finding or judgment has not been reversed, suspended, or vacated;

N/A

4. Named as a defendant or a respondent in a regulatory complaint or proceeding that could result in a "yes" answer to part 3 above; or

N/A

5. Been the subject of an order by a self-regulatory organization that permanently or temporarily barred, suspended, or otherwise limited such person's involvement in any type of business or securities activities.

N/A

6. Been the subject of a U.S Postal Service false representation order, or a temporary restraining order, or preliminary injunction with respect to conduct alleged to have violated the false representation statute that applies to U.S mail.

N/A

B. Describe briefly any material pending legal proceedings, other than ordinary routine litigation incidental to the business, to which the issuer or any of its subsidiaries is a party to or of which any of their property is the subject. Include the name of the court or agency in which the proceedings are pending, the date instituted, the principal parties thereto, a description of the factual basis alleged to underlie the proceeding and the relief sought. Include similar information as to any such proceedings known to be contemplated by governmental authorities.

From time to time, Scheid Vineyards may be involved in legal proceedings and investigations arising in the ordinary course of its business.

The Company was named in a class action lawsuit alleging violation of California wage and hour employment laws. On July 2, 2021, a former employee filed a class action complaint entitled *Gabriela Chavez v. Scheid Vineyards, Inc.* in Monterey County Superior Court, and amended the complaint on September 7, 2021 to include claims pursuant to the Private Attorneys General Act ("PAGA"). After mediation, the Company agreed in mid-August 2022 to settle this litigation for \$1,250,000. The settlement does not contain any admission of liability or wrongdoing by the Company. The settlement amount was accrued as a liability in the quarter ended August 31, 2022, and was paid in June 2023.

## 8) Third Party Service Providers

Please provide the name, address, telephone number and email address of each of the following outside providers:

### Securities Counsel

Name: Craig Tighe  
Firm: DLA Piper LLC  
Address 1: 2000 University Avenue  
Address 2: East Palo Alto, CA 94303  
Phone: 1 (650) 833-2000  
Email: [craig.tighe@dlapiper.com](mailto:craig.tighe@dlapiper.com)

### Auditor

Name: Rae Paulson  
Firm: Moss Adams LLC  
Address 1: 3558 Round Barn Blvd, Suite 300  
Address 2: Santa Rosa, CA 95403  
Phone: (707) 527-0800  
Email: [rae.paulson@mossadams.com](mailto:rae.paulson@mossadams.com)

### Investor Relations

None

### Other Service Providers

None

## 9) Disclosure & Financial Information

A. This Disclosure Statement was prepared by (name of individual):

Name: Michael Thomsen  
Title: CFO  
Relationship to Issuer: Officer

B. The following financial statements were prepared in accordance with:

- U.S. GAAP  
 IFRS

C. The financial statements for this reporting period were prepared by (name of individual):

Name: Michael Thomsen  
Title: Chief Financial Officer  
Relationship to Issuer: Officer

Describe the qualifications of the person or persons who prepared the financial statements: Certified Public Accountant



Provide the financial statements described below for the most recent fiscal year or quarter. For the initial disclosure statement (qualifying for Pink Current Information for the first time) please provide reports for the two previous fiscal years and any subsequent interim periods.

Balance Sheet

Statement of Operations

Statement of Cash Flows

Statement of Changes in Stockholders' Equity

Financial Notes

**SCHEID VINEYARDS INC. AND SUBSIDIARY**  
**CONSOLIDATED FINANCIAL STATEMENTS**  
**YEARS ENDED FEBRUARY 29, 2024 AND FEBRUARY 28, 2023**

**SCHEID VINEYARDS INC. AND SUBSIDIARY  
CONSOLIDATED FINANCIAL STATEMENTS INDEX**

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## **Report of Independent Auditors**

The Board of Directors and Stockholders  
Scheid Vineyards Inc., and Subsidiary

### **Report on the Audit of the Financial Statements**

#### ***Opinion***

We have audited the consolidated financial statements of Scheid Vineyards Inc. and Subsidiary, which comprise the consolidated balance sheets as of February 29, 2024 and February 28, 2023, and the related consolidated statements of operations, stockholders' equity, and cash flows for the years then ended, and the related notes to the consolidated financial statements.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the financial position of Scheid Vineyards Inc. and Subsidiary as of February 29, 2024 and February 28, 2023, and the results of their operations and their cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

#### ***Basis for Opinion***

We conducted our audits in accordance with auditing standards generally accepted in the United States of America (GAAS). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of Scheid Vineyards Inc. and Subsidiary and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements relating to our audits. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

#### ***Substantial Doubt About Entity's Ability to Continue as a Going Concern***

The accompanying consolidated financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 1, the Company is in default on certain debt agreements and has stated that substantial doubt exists about the Company's ability to continue as a going concern. Management's evaluation of the events and conditions and management's plans regarding these matters are also described in Note 5. Our opinion is not modified with respect to this matter.

#### ***Responsibilities of Management for the Financial Statements***

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with accounting principles generally accepted in the United States of America, and for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about Scheid Vineyards Inc. and Subsidiary's ability to continue as a going concern within one year after the date that the financial statements are issued.

***Auditor's Responsibilities for the Audit of the Financial Statements***

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with GAAS will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the consolidated financial statements.

In performing an audit in accordance with GAAS, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of Scheid Vineyards Inc., and Subsidiary's internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about Scheid Vineyards Inc., and Subsidiary's ability to continue as a going concern for a reasonable period of time.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit, significant audit findings, and certain internal control-related matters that we identified during the audit.



Santa Rosa, California  
June 28, 2024

**SCHEID VINEYARDS INC. AND SUBSIDIARY**  
**CONSOLIDATED BALANCE SHEETS**  
**FEBRUARY 29, 2024 AND FEBRUARY 28, 2023**  
(amounts in thousands, except share data)

	<u>2024</u>	<u>2023</u>
<b>ASSETS</b>		
<b>CURRENT ASSETS:</b>		
Cash and cash equivalents .....	\$ 2,090	\$ 2,475
Accounts receivable, trade .....	9,629	10,219
Accounts receivable, other .....	675	736
Inventories .....	58,278	64,599
Note receivable - stockholder .....	—	5,058
Supplies, prepaid expenses and other current assets .....	731	778
Total current assets .....	71,403	83,865
<b>LEASE RIGHT-OF-USE ASSETS</b> .....	31,078	33,378
<b>PROPERTY, PLANT AND EQUIPMENT, net</b> .....	69,542	69,121
<b>OTHER ASSETS, net</b> .....	2,538	2,526
<b>TOTAL ASSETS</b> .....	\$ 174,561	\$ 188,890
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
<b>CURRENT LIABILITIES:</b>		
Current portion of debt .....	\$ 111,450	\$ 48,289
Current portion of lease liabilities .....	1,005	1,262
Accounts payable and accrued liabilities .....	13,837	9,965
Total current liabilities .....	126,292	59,516
<b>DEBT, NET OF CURRENT PORTION</b> .....	—	57,378
<b>LEASE LIABILITIES, NET OF CURRENT PORTION</b> .....	30,835	32,514
<b>DEFERRED INCOME TAXES</b> .....	—	1,452
Total liabilities .....	157,127	150,860
<b>STOCKHOLDERS' EQUITY:</b>		
Preferred stock, \$.001 par value; 2,000,000 shares authorized; no shares issued and outstanding .....		
Common stock,		
Class A, \$.001 par value; 4,000,000 shares authorized; 784,343 and 781,343 shares outstanding at February 29, 2024 and February 28, 2023 respectively		
Class B, \$.001 par value; 2,000,000 shares authorized; 132,551 shares issued and outstanding at February 29, 2024 and February 28, 2023 .....	1	1
Additional paid-in capital .....	23,038	22,988
Retained earnings .....	6,174	26,820
Less: treasury stock; 467,039 Class A shares at cost .....	(11,779)	(11,779)
Total stockholders' equity .....	17,434	38,030
<b>TOTAL LIABILITIES AND STOCKHOLDER' EQUITY</b> ....	\$ 174,561	\$ 188,890

See accompanying Notes to Consolidated Financial Statements.

**SCHEID VINEYARDS INC. AND SUBSIDIARY**  
**CONSOLIDATED STATEMENTS OF OPERATIONS**  
**YEARS ENDED FEBRUARY 29, 2024 AND FEBRUARY 28, 2023**  
(amounts in thousands, except per share data)

	<u>Year Ended</u>	
	<u>February 29</u>	<u>February 28</u>
	<u>2024</u>	<u>2023</u>
<b>REVENUES:</b>		
Cased goods sales .....	\$ 46,275	\$ 44,847
Bulk wine sales.....	7,517	9,664
Grape sales .....	1,321	2,176
Winery processing and storage revenues .....	9,557	8,518
Direct sales revenues .....	2,681	2,635
Other revenues .....	677	660
Total revenues .....	<u>68,028</u>	<u>68,500</u>
<b>COST OF SALES</b> .....	<u>(50,487)</u>	<u>(50,723)</u>
<b>GROSS PROFIT BEFORE WRITE-DOWN OF BULK WINE INVENTORIES TO MARKET</b> .....	17,541	17,777
<b>WRITE-DOWN OF BULK WINE INVENTORIES TO MARKET</b> .....	<u>(15,000)</u>	<u>—</u>
<b>GROSS PROFIT</b> .....	2,541	17,777
Sales and marketing expenses .....	(10,813)	(12,248)
General and administrative expenses .....	(6,919)	(8,100)
<b>LOSS FROM OPERATIONS</b> .....	<u>(15,191)</u>	<u>(2,571)</u>
Interest expense, net .....	(6,935)	(4,778)
Loan forgiveness .....	—	3,731
Other expense .....	(56)	(1,250)
Gain on sale of equipment .....	100	15
<b>LOSS BEFORE BENEFIT FROM INCOME TAXES</b> .....	<u>(22,082)</u>	<u>(4,853)</u>
<b>BENEFIT FROM INCOME TAXES</b> .....	1,436	2,624
<b>NET LOSS</b> .....	<u>\$ (20,646)</u>	<u>\$ (2,229)</u>
<b>LOSS PER SHARE</b> .....	<u>\$ (22.54)</u>	<u>\$ (2.44)</u>
<b>WEIGHTED AVERAGE SHARES OUTSTANDING</b> .....	<u>916</u>	<u>913</u>

See accompanying Notes to Consolidated Financial Statements.

**SCHEID VINEYARDS INC. AND SUBSIDIARY**  
**CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY**  
**YEARS ENDED FEBRUARY 29, 2024 AND FEBRUARY 28, 2023**  
(amounts in thousands, except share amounts)

	<u>Common Stock Outstanding</u>			<u>Additional Paid-in Capital</u>	<u>Retained Earnings</u>	<u>Treasury Shares</u>
	<u>Number of Class A Shares</u>	<u>Number of Class B Shares</u>	<u>Amount</u>			
<b>BALANCE, March 1, 2022.....</b>	763,593	132,551	\$ 1	\$ 22,704	\$ 29,049	\$ (11,779)
Stock issued as compensation	17,750	—	—	284	—	—
Net loss .....	—	—	—	—	(2,229)	—
<b>BALANCE, February 28,</b>						
<b>2023</b> .....	781,343	132,551	1	22,988	26,820	(11,779)
Stock issued as compensation	3,000	—	—	50	—	—
Net loss .....	—	—	—	—	(20,646)	—
<b>BALANCE, February 29,</b>						
<b>2024</b> .....	<u>784,343</u>	<u>132,551</u>	<u>\$ 1</u>	<u>\$ 23,038</u>	<u>\$ 6,174</u>	<u>\$ (11,779)</u>

See accompanying Notes to Consolidated Financial Statements.



**SCHEID VINEYARDS INC. AND SUBSIDIARY**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**YEARS ENDED FEBRUARY 29, 2024 AND FEBRUARY 28, 2023**  
(amounts in thousands, except share amounts)

	<u>Year Ended</u>	
	<u>February 29</u>	<u>February 28</u>
	<u>2024</u>	<u>2023</u>
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>		
Net loss .....	\$ (20,646)	\$ (2,229)
Adjustments to reconcile loss to net cash used in operating activities:		
Depreciation and amortization .....	5,116	5,955
Non-cash operating lease expense .....	2,398	1,441
Write-down of bulk wine inventories .....	15,000	—
Gain on sale of vineyards and equipment .....	(100)	(15)
Loan forgiveness .....	—	(3,731)
Deferred income taxes .....	(1,452)	(2,330)
Stock issued as compensation .....	50	284
Changes in operating assets and liabilities:		
Accounts receivable, trade and other .....	651	1,617
Inventories .....	(8,679)	(9,349)
Supplies, prepaid expenses and other current assets .....	47	(347)
Accounts payable and accrued liabilities .....	3,872	4,584
Income tax payable .....	—	(1,609)
Operating lease liabilities .....	(2,034)	(1,043)
Net cash used in operating activities .....	<u>(5,777)</u>	<u>(6,772)</u>
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>		
Proceeds from sale of vineyards and equipment .....	100	15
Additions to property, plant and equipment .....	(5,484)	(3,877)
Other assets .....	(12)	(41)
Net cash used in investing activities .....	<u>(5,396)</u>	<u>(3,903)</u>
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>		
Increase in debt .....	8,195	13,280
Repayment of debt .....	(2,400)	(339)
Payments for loan fees .....	(65)	(35)
Proceeds from note receivable - stockholder .....	5,058	—
Net cash provided by financing activities .....	<u>10,788</u>	<u>12,906</u>
(Decrease) increase in cash and cash equivalents .....	(385)	2,231
<b>CASH AND CASH EQUIVALENTS, beginning of period .....</b>	<u>2,475</u>	<u>244</u>
<b>CASH AND CASH EQUIVALENTS, end of period .....</b>	<u>\$ 2,090</u>	<u>\$ 2,475</u>

**SUPPLEMENTAL CASH FLOW INFORMATION:**

Cash paid during the year for:

Interest .....	\$ 6,739	\$ 4,644
Income taxes (net of refunds) .....	\$ 1	\$ 1,340

See accompanying Notes to Consolidated Financial Statements.

**SCHEID VINEYARDS INC. AND SUBSIDIARY**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**YEARS ENDED FEBRUARY 29, 2024 AND FEBRUARY 28, 2023**

**1. BASIS OF PRESENTATION AND SIGNIFICANT ACCOUNTING POLICIES**

***Basis of Presentation*** — Scheid Vineyards Inc. (the “Company”) conducts all of its business through its wholly-owned subsidiary, Scheid Vineyards California Inc., a California corporation. All significant intercompany balances have been eliminated in consolidation. The Company’s fiscal year end is the last day of February.

***Organization*** — The principal business of the Company is the production of premium varietal wine grapes and wine, the operation of a custom crush winery facility, and the sale of bottled wine through wholesalers and directly to consumers. The Company currently operates premium wine grape vineyards in Monterey County, California.

***Going Concern*** — The accompanying consolidated financial statements are prepared in accordance with generally accepted accounting principles applicable to a going concern, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. As more fully described in Note 5, the Company did not meet certain financial covenants or make principal payments due under the terms of its debt agreements. The Company is thus in default on these agreements, and one of the Company’s lenders has filed a notice of default and acceleration on other loans.

Management is currently attempting to negotiate forbearance periods with its current lenders and is also attempting to find alternative financing arrangements. In addition, the Company is actively endeavoring to sell certain assets to reduce its debt and cure defaults. There can be no assurance that the Company will be successful in these actions and, if unsuccessful, the Company may not be able to fund its operations and may be forced to seek bankruptcy protection.

As a result of these uncertainties, management has concluded that there is substantial doubt about the Company’s ability to continue as a going concern within one year as of the date these consolidated financial statements are issued. The consolidated financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts and classification of liabilities that might result from the outcome of this uncertainty.

***Cash and Cash Equivalents*** — The Company considers all highly liquid investments purchased with an original maturity of three months or less to be cash equivalents. At February 29, 2024 and February 28, 2023, substantially all cash balances were on deposit with the Company’s major bank. Cash held at a bank is at times in excess of the amount insured by the Federal Deposit Insurance Corporation. Management does not expect to incur any losses on balances in excess of the limit.

***Allowance for Credit Losses*** — The Company’s policy is to identify all specific customers from whom a payment would be considered doubtful based upon the customer’s financial condition, payment history, credit rating and other relevant factors and reserve for the portion of those outstanding balances where collection does not seem likely. There was no reserve for credit losses on February 29, 2024 and February 28, 2023. Trade accounts receivable as of February 28, 2022, was \$11,911,000. The balances at February 29, 2024 and February 28, 2023 are included on the consolidated balance sheet.

**SCHEID VINEYARDS INC. AND SUBSIDIARY**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**YEARS ENDED FEBRUARY 29, 2024 AND FEBRUARY 28, 2023**

**2. BASIS OF PRESENTATION AND SIGNIFICANT ACCOUNTING POLICIES (Continued)**

***Inventories*** — Inventories are stated at the lower of FIFO (first-in, first-out) cost or net realizable value. Cost includes the cost of grown grapes, harvesting, production, aging and bottling, and tasting room merchandise. Bulk and bottled wine inventories are classified as current assets in accordance with recognized trade practice although certain inventories will be aged for periods longer than one year. Crop costs associated with farming vineyards prior to the harvest are deferred and recognized in the year the grapes are harvested. Net realizable value is defined as estimated selling prices in the ordinary course of business, less reasonably predictable costs of completion, disposal, and transportation. On a quarterly basis, the Company evaluates the cost of its inventories and reduces such inventories to net realizable value if required. At February 29, 2024, the Company recorded a reserve of \$15,000,000 against its held-for-sale bulk wine inventory to reduce its value and properly reflect current bulk wine market values. There was no such write-down for the year ended February 28, 2023. Due to the inherent uncertainties in this reserve estimate, which is based on current market assumptions, actual results could vary significantly from the Company's estimates.

***Major Customers*** — One of the Company's customers accounted for 21% of total revenues during the year ended February 29, 2024, and 16% of outstanding receivables on February 29, 2024. The same customer accounted for 18% of total revenues during the year ended February 28, 2023, and 14% of outstanding receivables on February 28, 2023.

***Property, Plant and Equipment, net*** — Property, plant and equipment are stated at cost and are depreciated using straight-line and accelerated methods over the estimated useful lives of the assets. Vineyards generally have estimated depreciable lives of 25 to 30 years, buildings 30 to 39 years, and furniture and equipment 5 to 20 years. Development costs incurred during the development period of a vineyard, including related interest, are capitalized. Depreciation commences in the initial year the vineyard becomes commercially productive, generally in the fourth year after planting. Any revenue generated prior to a vineyard becoming commercially productive reduces the capitalized cost of the vineyard. The Company's winery consists of a building and the related equipment necessary to operate the facility.

***Accounting for Impairment or Disposal of Long-Lived Assets*** — Whenever facts and circumstances indicate that the carrying value of a long-lived asset may not be recoverable, the carrying value is reviewed. If this review indicates that the carrying value of the asset will not be recovered, as determined based on projected undiscounted cash flows related to the asset over its remaining life, the carrying value of the asset is reduced to its estimated fair value. There were no such losses for the years ended February 29, 2024 and February 28, 2023.

***Revenue Recognition*** — The Company recognizes revenue when obligations under the terms of a contract with its customer are satisfied. Generally, this occurs when the product is picked up or title passes to the customer, when control of the promised product or service is transferred to the customer, and collectability is reasonably assured. Revenue is measured as the amount of consideration expected to be received in exchange for transferring products. The Company's products are generally not sold with a right of return unless the product is spoiled or damaged. Historically, returns have not been material to the Company. Substantially all revenues of the Company are derived from customers within the United States.

**SCHEID VINEYARDS INC. AND SUBSIDIARY**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**YEARS ENDED FEBRUARY 29, 2024 AND FEBRUARY 28, 2023**

**1. BASIS OF PRESENTATION AND SIGNIFICANT ACCOUNTING POLICIES (Continued)**

The Company generally recognizes revenue from grape sales upon delivery to the customer's winery. The Company does not have any allowance for returns because grapes are tested and accepted upon delivery. The Company generally recognizes revenue from the sale of bulk wine on the speculative market at the time the wine is shipped to the customer and the customer obtains control of the bulk wine. Revenue from wine sold under bulk wine purchase contracts is recognized when title and control has transferred to the customer, the price is determinable, and collectability is reasonably assured. Title transfers to the customer upon receipt of a required amount of the contract price and acceptance of the wine. Revenues are deferred when payments or deposits are made by the customer before the delivery of grapes or wine has occurred, or title and control has not transferred to the customer. Winery processing, storage revenues, vineyard management, services and other revenues are recognized over time using the input method as the service is performed and product specific performance obligations are met.

The Company sells its wine to wholesale distributors and retailers under purchase orders. The Company transfers control and recognizes revenue for these orders upon pick up of wine by the customer from the Company's facility or a third-party warehouse facility. Payment terms to wholesale distributors typically range from 30 to 60 days. The Company pays depletion allowances to its distributors based on sales to their customers, and there is generally no other variable consideration. The Company records depletion allowances in the month the related sale is recorded, and sales are reported net of depletion expenses. Depletion allowance payments are made when completed incentive program requests are received from the customers.

The Company sells its wine and other merchandise directly to consumers through wine club memberships, at the winery's tasting rooms, and through the internet. Wine club membership sales are made under contracts with customers, which specify the quantity and timing of future wine shipments. Customer credit cards are charged in advance of wine shipments in accordance with each contract. Tasting room wine sales are paid for and revenue is recognized at the time of sale. The Company transfers control and recognizes revenue for wine club shipments and internet sales upon receipt of wine by the customer.

***Fair Value of Financial Instruments*** — The fair values of accounts receivable and accounts payable approximate book value because of their short duration. Long-term debt approximates book value because such financial instruments have variable, market driven, interest rates.

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. A fair value hierarchy is established based on the type of inputs used in arriving at fair value.

The three levels of inputs that may be used to measure fair value are as follows:

Level 1: Quoted prices in active markets for identical assets or liabilities.

Level 2: Observable inputs other than Level I prices, such as quoted prices for similar assets or liabilities; quoted prices in active markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

**SCHEID VINEYARDS INC. AND SUBSIDIARY**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**YEARS ENDED FEBRUARY 29, 2024 AND FEBRUARY 28, 2023**

**1. BASIS OF PRESENTATION AND SIGNIFICANT ACCOUNTING POLICIES (Continued)**

Level 3: Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

*Use of Estimates* — The preparation of the consolidated financial statements, in conformity with generally accepted accounting principles, requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements, and the reported revenues and expenses during the reporting period. Actual results could differ from reported amounts of assets, liabilities, revenues, and expenses.

*Earnings Per Share and Classes of Common Stock* — Weighted average shares outstanding includes both Class A and Class B Common Stock outstanding.

*Income Taxes* — Income taxes are recognized using enacted tax rates and are composed of taxes on financial accounting income that is adjusted for requirements of current tax law and deferred taxes. Deferred taxes are the expected future tax consequences of temporary differences between the financial statement carrying amounts and tax bases of existing assets and liabilities. A valuation allowance reduces any deferred tax assets to the amount of future tax benefit that is more likely than not to be realized.

The Company accounts for uncertain tax positions using a two-step approach to recognize and measure tax positions taken or expected to be taken in a tax return. The first step is to determine if the weight of available evidence indicates that it is more likely than not that the tax position will be sustained in an audit, including resolution of any related appeals or litigation processes. The second step is to measure the tax benefit as the largest amount that is more than 50% likely to be realized upon ultimate settlement. Interest and penalties related to uncertain tax positions are recognized in the provision for income taxes.

*Excise Taxes, Sales Taxes and Shipping and Handling* — Excise taxes are levied by government agencies on the sale of alcoholic beverages, including wine. These taxes are not collected from customers but are instead the responsibility of the Company. Excise taxes are expensed at the time of sale of the related product and totaled \$1,447,000 and \$1,396,000 for the years ended February 29, 2024 and February 28, 2023, respectively. The Company collects applicable sales tax from nonexempt customers and remits the entire amount to the state where the sales tax is collected. Shipping and handling costs are included in cost of sales.

*Leases* — Transactions give rise to leases when the Company receives substantially all of the economic benefits from, and has the ability to direct the use of, the specified property and equipment. The Company has lessee activities that are classified as operating leases. Operating leases are included in lease right-of-use assets, current portion of lease liabilities, and lease liabilities, net of current maturities on the consolidated balance sheet.

The Company recognizes a right-of-use asset and lease liability for each lease with a contractual term greater than 12 months at the time of lease inception. Leases with an initial term of 12 months or less are not recorded on the consolidated balance sheet but continue to be recognized as rent expense on a straight-line basis over the lease term. Leases often include options to extend, which are included in the determination of lease terms when they are reasonably certain to be exercised.

**SCHEID VINEYARDS INC. AND SUBSIDIARY**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**YEARS ENDED FEBRUARY 29, 2024 AND FEBRUARY 28, 2023**

**1. BASIS OF PRESENTATION AND SIGNIFICANT ACCOUNTING POLICIES (Continued)**

Right-of-use assets and liabilities are recorded based on the present value of lease payments over the lease term. When discount rates implicit in leases cannot be readily determined, the Company uses the applicable risk-free rate at lease commencement to perform lease classification tests and to measure lease liabilities and right-of-use assets. Lease expense for operating leases is recognized on a straight-line basis over the lease term.

Total lease costs recorded as rent include fixed operating lease costs, variable lease costs and short-term lease costs. Fixed operating lease costs are recognized on a straight-line basis over the lease term. Variable lease costs may include common area maintenance, taxes, and insurance.

**Union Agreement** — The United Farm Workers, AFL-CIO (“UFW”) has represented the Company’s farm workers since 1993. The Company signed a new five-year contract with the UFW in January 2022, which will expire on December 31, 2027. Approximately 30% of the Company’s full-time employees are represented by the UFW.

**Recently Adopted Accounting Pronouncements** — In June 2016, the Financial Accounting Standards Board (“FASB”) issued guidance (FASB ASC 326) which significantly changed how entities will measure credit losses for most financial assets and certain other instruments that aren’t measured at fair value through net income. The most significant change in this standard is a shift from the incurred loss model to the expected loss model. Under the standard, disclosures are required to provide users of the financial statements with useful information in analyzing an entity’s exposure to credit risk and the measurement of credit losses. Financial assets held by the Company that are subject to the guidance in FASB ASC 326 were trade accounts receivable. The Company adopted the standard effective March 1, 2023. The impact of the adoption was not considered material to the consolidated financial statements and primarily resulted in new and enhanced disclosures only.

**Subsequent events** — Subsequent events are events or transactions that occur after the consolidated balance sheet date but before consolidated financial statements are available to be issued. The Company recognizes in the consolidated financial statements the effects of all subsequent events that provide additional evidence about conditions that existed at the date of the consolidated balance sheet, including the estimates inherent in the process of preparing the consolidated financial statements. The Company’s consolidated financial statements do not recognize subsequent events that provide evidence about conditions that did not exist at the date of the consolidated balance sheet but arose after the consolidated balance sheet date and before the consolidated financial statements were available to be issued.

In June 2024, the Company sold 48 acres of bare land for \$2,700,000. The book basis in the land of \$1,047,000 will result in a gain in the second quarter of fiscal 2025 of approximately \$1,653,000.

The Company has evaluated subsequent events through June 28, 2024, which is the date the consolidated financial statements were available to be issued.

**SCHEID VINEYARDS INC. AND SUBSIDIARY**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**YEARS ENDED FEBRUARY 29, 2024 AND FEBRUARY 28, 2023**

**2. INVENTORIES**

Inventories consist of the following:

	<u>February 29, 2024</u>	<u>February 28, 2023</u>
	(in thousands)	
Bulk wine .....	\$ 38,786	\$ 39,139
Cased goods inventories .....	13,834	18,844
Deferred crop costs .....	3,239	3,442
Cased goods supplies .....	1,168	1,982
Vineyard supplies .....	365	447
Winery supplies .....	517	471
Direct sales inventories .....	369	274
Total .....	<u>\$ 58,278</u>	<u>\$ 64,599</u>

**3. NOTE RECEIVABLE – STOCKHOLDER**

The Company had a note receivable from the Chairman of the Board of Directors (the “Chairman”) of the Company in the amount of up to \$5,000,000. The note was secured by an assignment of life insurance policies on the Chairman’s life in favor of the Company. Proceeds from advances on the note were to pay for the premiums on the life insurance policies. The note bore interest at the rate of 4.1% per annum, and payment was due upon the death of the Chairman. The Chairman passed away in March of 2023, and the note receivable, including interest, of \$5,058,000 was repaid in July of 2023.

**4. PROPERTY, PLANT AND EQUIPMENT, net**

Property, plant and equipment consists of the following:

	<u>February 29, 2024</u>	<u>February 28, 2023</u>
	(in thousands)	
Vineyard land and buildings .....	\$ 11,315	\$ 11,315
Vineyard improvements .....	45,065	44,977
Vineyard machinery and equipment .....	13,490	14,268
Winery buildings .....	47,133	47,133
Winery machinery and equipment .....	43,482	37,113
Construction in progress .....	2,179	3,243
Tasting room building and equipment .....	2,287	2,284
Office furniture and equipment .....	3,623	3,623
Leasehold improvements .....	706	704
Total .....	<u>169,280</u>	<u>164,660</u>
Accumulated depreciation and amortization .....	<u>(99,738)</u>	<u>(95,539)</u>
Property, plant and equipment, net .....	<u>\$ 69,542</u>	<u>\$ 69,121</u>

**SCHEID VINEYARDS INC. AND SUBSIDIARY**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**YEARS ENDED FEBRUARY 29, 2024 AND FEBRUARY 28, 2023**

**5. DEBT**

**Rabobank** — The Company has a borrowing facility with Rabobank, N.A. (“Rabobank”) for up to \$35,000,000 in borrowings, which is intended to fund the annual operating costs of the Company. This note is secured by the cash, receivables, crop and other inventories of the Company. There was \$34,944,000 outstanding under this portion of the facility on February 29, 2024, bearing interest at a weighted average rate of 8.83%. There was \$31,879,000 outstanding under this portion of the facility on February 28, 2023, bearing interest at a weighted average rate of 7.32%. Interest on the facility was payable at 0.25% over the bank’s prime rate or the SOFR rate plus 3.50% through February 29, 2024, when the note became due.

This facility expired on February 29, 2024, and the Company was unable to repay the amounts due and thus was in default under the terms of the facility. The Company is currently attempting to negotiate the terms of a forbearance agreement that would extend the due date of this facility.

**PGIM** — The Company has a \$90,000,000 real estate financing package with PGIM Real Estate Finance (“PGIM”), the commercial and agricultural financing business of Prudential Financial, Inc. The three notes (“Note 1”, “Note 2” and “Note 3”) from this facility are secured by deeds of trust and leasehold interests in the Company’s vineyards, as well as a deed of trust on the Company’s winery building and equipment. Note 1 and Note 2 are payable in annual installments each March 1<sup>st</sup> totaling \$2,400,000 and originally matured on September 1, 2033, with interest payable at 4.71%. Note 3 is a real estate line of credit that has outstanding borrowings of \$19,140,000 and was due on February 29, 2024. Interest on Note 3 was payable at the SOFR rate plus 3.25%.

The amount borrowed under this facility at February 29, 2024 was as follows:

<u>Note #</u>	<u>Amount Borrowed</u> <u>(in thousands)</u>	<u>Interest Rate at</u> <u>February 29, 2024</u>
1	\$ 38,400	4.71%
2	19,200	4.71%
3	19,140	8.63%
Total due	<u>\$ 76,740</u>	

The Company was unable to repay Note 3 on February 29, 2024 or make the principal and interest payments on Notes 1 and 2 when they became due. On June 7, 2024, PGIM issued a notice of default on the facility and accelerated the due date on Note 1 and Note 2. All amounts under these notes are classified as a current liability on the consolidated balance sheet. The Company is currently attempting to negotiate the terms of a forbearance agreement that would extend the due date of Note 3 and reverse the acceleration of Note 1 and Note 2.

The outstanding principal balance of debt as presented on the consolidated balance sheets is net of unamortized loan fees of \$234,000 and \$222,000 on February 29, 2024 and February 28, 2023, respectively. These loan facilities prohibit the payment of dividends without the consent of the lenders and contain various financial covenants, including debt service coverage ratios, and the amount of total liabilities to tangible net worth. The Company was in violation of these financial covenants at February 29, 2024



**SCHEID VINEYARDS INC. AND SUBSIDIARY**  
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**6. OTHER DEBT**

In 2020, the Company entered into a note payable agreement in the amount of \$3,731,000, pursuant to the Paycheck Protection Plan (“PPP”) administered by the Small Business Administration under the Coronavirus Aid, Relief, and Economic Security Act (CARES Act), section 7(a)(36) of the Small Business Act. The proceeds from the PPP Loan were used to retain workers and maintain payroll or make mortgage interest, lease and utility payments, and all or a portion of the loan could be forgiven if the proceeds were used in accordance with the terms of the program. The Company received full forgiveness of the loan in the third quarter of fiscal 2023 and recorded the proceeds in other income and expense on the consolidated statement of operations.

**7. INCOME TAXES**

Significant components of the Company’s net deferred income tax assets and liabilities are as follows:

	<u>February 29, 2024</u>	<u>February 28, 2023</u>
	(in thousands)	
Deferred income tax assets:		
Federal and State net operating loss carryforwards \$	5,926	\$ 4,414
Inventories .....	4,652	6
Accrued expenses .....	177	118
Interest limitation carryforward .....	3,523	2,104
Charitable contributions carryforward .....	139	101
Other .....	57	59
Deferred income tax liabilities:		
Inventories .....	(2,306)	(2,105)
Prepaid expenses .....	(233)	(261)
Depreciation .....	(7,343)	(5,889)
Valuation allowance .....	(4,592)	—
Net long-term deferred income tax liability .....	<u>\$ —</u>	<u>\$ (1,452)</u>

The benefit from income taxes is as follows:

	<u>Year Ended</u>	
	<u>February 29, 2024</u>	<u>February 28, 2023</u>
	(in thousands)	
Current:		
Federal tax benefit (provision) .....	\$ (14)	\$ 6
State tax benefit (provision) .....	(2)	292
Total current .....	<u>(16)</u>	<u>298</u>
Deferred:		
Federal .....	(327)	1,660
State .....	1,779	666
Total deferred .....	<u>1,452</u>	<u>2,326</u>
Total benefit from income taxes .....	<u>\$ 1,436</u>	<u>\$ 2,624</u>

**SCHEID VINEYARDS INC. AND SUBSIDIARY**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**YEARS ENDED FEBRUARY 29, 2024 AND FEBRUARY 28, 2023**

The Company's effective income tax rate differs from the federal statutory income tax rate due to the following:

	<u>Year Ended</u>	
	<u>February 29, 2024</u>	<u>February 28, 2023</u>
Federal statutory rate .....	21.0%	21.0%
State taxes, net of federal benefit .....	6.4	15.7
Change in state deferred rate .....	—	1.2
PPP loan forgiveness .....	—	16.1
Change in valuation allowance .....	(20.8)	—
Other .....	(0.1)	0.2
Total .....	<u>6.5%</u>	<u>54.2%</u>

Accounting Standards Codification Topic 740, *Accounting for Income Taxes* ("ASC 740"), requires gross temporary differences that result in greater or lesser book income to be computed by taking the product of the gross temporary difference and the enacted federal statutory rate resulting in either deferred tax assets or deferred tax liabilities. ASC 740 requires companies to account for changes in tax laws or tax rates in the financial reporting period that includes the enactment date.

For federal and state income tax purposes, the Company has unused net operating losses available for carryforward to future years. At February 29, 2024, the amounts and expiration dates of these carryforwards are as follows (amounts in thousands):

<u>Year Ended</u>	<u>Federal</u>	<u>Expires</u>	<u>State</u>	<u>Expires</u>
February 29, 2012	\$ —	2032	\$ 816	2032
February 28, 2018	—	2038	4,629	2038
February 28, 2019	1,818	n/a	6,329	2039
February 29, 2020	6,375	n/a	9,550	2040
February 28, 2021	2,259	n/a	147	2041
February 28, 2023	7,126	n/a	4,387	2043
February 29, 2024	—	n/a	6,143	2044
Total	<u>\$ 17,578</u>		<u>\$ 32,001</u>	

Federal carryforwards created during the year ended February 28, 2019 and forward are not subject to expiration. The Company files income tax returns in the U.S. federal, California, and Texas jurisdictions. The Company is no longer subject to U.S. federal, state and local, or non-U.S. income tax examinations by tax authorities for years before 2018.

Consideration of whether a valuation allowance should be recorded against deferred tax assets is based on the likelihood that the benefits of the deferred tax assets will or will not ultimately be realized in future years. In making such assessment, significant weight is to be given to evidence that can be objectively verified, such as recent operating results, and less consideration is to be given to less objective indicators, such as future earnings projections. The Company has evaluated its deferred tax assets in accordance with these requirements and accordingly, for the year ended February 29, 2024, a valuation allowance of \$4,592,000 has been recognized.

The Company adheres to the provisions of ASC 740 as it relates to accounting for uncertain tax positions. The Company did not have any uncertain tax positions for the years ended February 29, 2024 and February 28, 2023.

**SCHEID VINEYARDS INC. AND SUBSIDIARY**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
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**8. LEASES**

Vineyard land leases cover approximately 1,000 acres, with initial terms ranging from 24 to 30 years. The land leases provide for options to renew ranging from 10 to 20 years and contain provisions for rent adjustments based upon the prevailing market rate or CPI, and also provide for payments of taxes, insurance and maintenance costs. The Company has also entered into leases for office and warehouse space with terms of 3 to 5 years. In addition, the Company has entered into lease agreements for vineyard and winery equipment which had been classified as finance leases. These leases were paid off in fiscal 2023.

Total lease costs are comprised of the following (amounts in thousands):

	<u>Year Ended</u>	
	<u>February 29, 2024</u>	<u>February 28, 2023</u>
Operating lease expense .....	\$ 1,946	2,156
Short-term lease expense .....	122	119
Variable lease expense .....	18	—
Total .....	<u>\$ 2,086</u>	<u>2,275</u>

Other quantitative disclosure are as follows (amounts in thousands):

	<u>February 29, 2024</u>	<u>February 28, 2023</u>
Operating right-of-use asset obtained in exchange for new operating lease liabilities .....	\$ 98	\$ 34,819
Weighted average remaining lease term (in years)	31.6	31.2
Weighted-average discount rate .....	2.3 %	2.1 %

At February 29, 2024, the undiscounted future cash payments over the lease term for operating leases, along with a reconciliation of the undiscounted cash flows, were as follows (amounts in thousands):

2025 .....	\$ 1,714
2026 .....	1,754
2027 .....	1,782
2028 .....	1,665
2029 .....	1,487
Thereafter .....	<u>37,256</u>
Total undiscounted cash flows .....	45,658
Less: present value discount .....	<u>(13,818)</u>
Total lease liabilities .....	<u>\$ 31,840</u>

**9. PENSION PLANS**

The Company has two 401(k) Profit Sharing Plans. The first plan is for the benefit of the Company's employees who are covered by the United Farm Workers of America Collective Bargaining Agreement. All union employees of the Company are eligible to participate after having worked 500 hours within a one-year period. The Company contributes a minimum of 20 cents for each hour worked by eligible employees, subject to the limitations imposed by the Internal Revenue Code. The Company's contribution to the union employees' plan amounted to \$38,000 and \$41,000 for the years ended February 29, 2024 and February 28, 2023, respectively.

**SCHEID VINEYARDS INC. AND SUBSIDIARY**  
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**9. PENSION PLANS (Continued)**

The second plan covers the Company's non-union employees. All non-union employees of the Company are eligible to participate in the plan after six months of employment. Employees may contribute between 1% and 15% of their annual compensation. The Company matches 4% for every dollar of employee contribution up to 6% of their annual salaries, subject to the limitations imposed by the Internal Revenue Code. The Company's contribution to this plan amounted to \$455,000 and \$355,000 for the years ended February 29, 2024 and February 28, 2023, respectively.

**10. COMMON STOCK**

Each share of Class A Common Stock is entitled to one vote and each share of Class B Common Stock is entitled to five votes on all matters submitted to a vote of the stockholders. The holders of the Class A Common Stock, voting as a separate class, elect 25% of the total Board of Directors of the Company, rounded up to the nearest whole number, and the holders of the Class B Common Stock, voting as a separate class, elect the remaining directors. Each share of Class B Common Stock is convertible into one share of Class A Common Stock at the option of the holder or automatically upon transfer to a person other than certain specified persons. Except for the differing voting rights, the shares of Class A and Class B common stock have substantially identical rights, preferences and privileges.

The Company issued stock to employees as compensation in the amount of \$50,000 and \$284,000, during the fiscal years ended February 29, 2024 and February 28, 2023, respectively. The shares were valued at their publicly traded market price on the date of issuance.

**11. CLASS ACTION LAWSUIT**

In fiscal 2023, the Company settled a class action lawsuit alleging violation of California wage and hour employment laws, for \$1,250,000. The settlement did not contain any admission of liability or wrongdoing by the Company. The settlement amount was accrued as a liability in August 2022, and was paid in the second quarter of fiscal 2024.

## 10) Issuer Certifications

*Principal Executive Officer:*

I, Scott D. Scheid certify that:

1. I have reviewed this annual disclosure statement for Scheid Vineyards Inc.;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

6/29/2024

/s/ Scott D. Sched

*Principal Financial Officer:*

I, Michael S. Thomsen certify that:

1. I have reviewed this annual disclosure statement for Scheid Vineyards Inc.;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

6/29/2024

/s/ Michael S. Thomsen